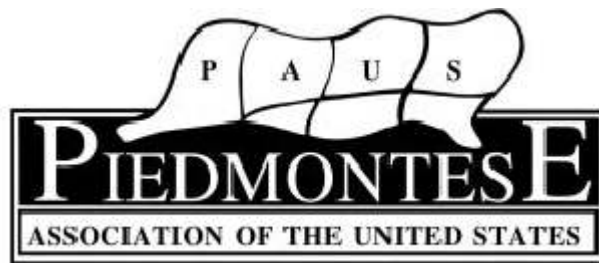


BY-LAWS
OF THE
PIEDMONTESE ASSOCIATION
OF THE UNITED STATES



Revised: April, 2009

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TABLE OF CONTENTS

ARTICLE I: Name..... p. 1

ARTICLE II: Purpose..... p. 1

 Section 1. Herd Book..... p. 1

 Section 2. Performance Information..... p. 1

 Section 3. Promotion..... p. 1

 Section 4. Educational Programs..... p. 1

 Section 5. Research..... p. 2

 Section 6. Acquisition and Sale of Assets..... p. 2

 Section 7. Prohibited Activities..... p. 2

ARTICLE III: Membership..... p. 2

 Section 1. Classes..... p. 2

 Section 2. Application for Membership..... p. 4

 Section 3. Membership Fees..... p. 4

 Section 4. Voting Rights..... p. 4

 Section 5. Condition of Membership..... p. 4

 Section 6. Change of Name and Transfer of Membership..... p. 4

 Section 7. Withdrawal/Resignation of Membership..... p. 5

 Section 8. Cessation of Membership..... p. 5

ARTICLE IV: Non-Members..... p. 5

ARTICLE V: Board of Directors..... p. 5

 Section 1. General Powers, Authority and Duties..... p. 5

 Section 2. Limitations..... p. 6

 Section 3. Number and Qualifications..... p. 6

 Section 4. Regional Directors..... p. 6

 Section 5. Directors at Large..... p. 7

 Section 6. Term Limits..... p. 7

 Section 7. Past Presidents..... p. 8

Section 8. Nomination and Election Procedures.....	p. 8
Section 9. Meetings.....	p. 9
Section 10. Action Without Meeting.....	p. 10
Section 11. Removal.....	p. 10
Section 12. Resignation.....	p. 11
Section 13. Vacancies.....	p. 11
Section 14. Delegation of Powers.....	p. 11
Section 15. Contracts.....	p. 11
 ARTICLE VI: Officers.....	 p. 11
Section 1. General.....	p. 11
Section 2. Election and Terms of Office.....	p. 11
Section 3. President.....	p. 11
Section 4. Vice President.....	p. 12
Section 5. Secretary.....	p. 12
Section 6. Treasurer.....	p. 13
Section 7. Other Officers.....	p. 13
Section 8. Removal.....	p. 14
Section 9. Resignation.....	p. 14
Section 10. Vacancies.....	p. 14
 ARTICLE VII: Executive Committee.....	 p. 14
Section 1. Establishment.....	p. 14
Section 2. Membership.....	p. 14
Section 3. Duties and Powers.....	p. 14
Section 4. Meetings.....	p. 14
 ARTICLE VIII: Other Committees.....	 p. 15
Section 1. By-Law Committee.....	p. 15
Section 2. Nominations Committee.....	p. 15
Section 3. Additional Committees.....	p. 15
 ARTICLE IX: General Membership Meetings.....	 p. 15
Section 1. Annual Meeting.....	p. 15
Section 2. Special Meetings.....	p. 15
Section 3. Notice.....	p. 16
Section 4. Voting Privileges.....	p. 16
Section 5. Quorum.....	p. 16
Section 6. Chair.....	p. 16
Section 7. Parliamentary Procedure.....	p. 16
Section 8. Minutes.....	p. 16

ARTICLE X: Registration Records.....	p. 16
Section 1. Herd Book.....	p. 16
Section 2. Breeder Records.....	p. 16
Section 3. Cattle Abnormalities.....	p. 17
Section 4. Release of Information.....	p. 17
ARTICLE XI: Rules and Regulations.....	p. 17
ARTICLE XII: Discipline, Hearings and Appeals.....	p. 17
Section 1. General.....	p. 17
Section 2. Complaint Procedure.....	p. 18
Section 3. Investigations of Misconduct Allegations.....	p. 18
Section 4. Hearing Before the Board of Directors.....	p. 20
Section 5. Appeal to the General Membership.....	p. 21
ARTICLE XIII: Nonliability of Corporation.....	p. 22
ARTICLE XIV: Indemnification.....	p. 22
Section 1. Standard of Conduct.....	p. 22
Section 2. Determination.....	p. 23
Section 3. Payment in Advance.....	p. 23
Section 4. Insurance.....	p. 24
Section 5. Other Coverage.....	p. 24
ARTICLE XV: Income and Property.....	p. 24
ARTICLE XVI: Fiscal Year.....	p. 24
ARTICLE XVII: Custodians and Depositories.....	p. 24
Section 1. Depositories and Checks.....	p. 24
Section 2. Bond.....	p. 24
ARTICLE XVIII: State and Regional Associations.....	p. 25
Section 1. Authorization.....	p. 25
Section 2. Implementation.....	p. 25
Section 3. Effect of Recognition.....	p. 25
Section 4. Deviations.....	p. 25
Section 5. Avoidance of Scheduling Conflicts.....	p. 25
Section 2. Implementation.....	p. 25
ARTICLE XIX: Amendment of By-Laws.....	p. 25

BY-LAWS OF THE PIEDMONTESE ASSOCIATION OF THE UNITED STATES

ARTICLE I: Name

The name of the Corporation shall be "PIEDMONTESE ASSOCIATION OF THE UNITED STATES," and may be known hereinafter as "PAUS".

ARTICLE II: Purpose

PAUS is a non-profit corporation, incorporated in the State of Wyoming under the Wyoming Nonprofit Corporation Act. The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The primary objectives of PAUS shall be the development, improvement and promotion of the Piedmontese breed of cattle in North America, to enable the breed to reach its full potential in the North American and international cattle industries. To facilitate the achievement of its underlying purposes and objectives:

Section 1. Herd Book. PAUS will keep an accurate and complete herd book detailing the pedigrees of registered cattle and the record of ownership and will publish registration certificates.

Section 2. Performance Information. PAUS will gather performance information and issue performance summaries and reports necessary to make and promote genetic improvement within the Piedmontese breed.

Section 3. Promotion. PAUS will conduct an active promotion and publicity campaign to:

- (a) Inform the beef industry of the benefits and advantages of Piedmontese cattle;
- (b) Increase the number of Piedmontese cattle in North America;
- (c) Increase membership in PAUS; and
- (d) Enhance the marketability of Piedmontese cattle.

Section 4. Educational Programs. PAUS may promote and maintain educational programs to:

- (a) Increase the understanding of the performance summaries and reports issued by PAUS and/or its contracted agents;
- (b) Increase the understanding of the genetics of beef cattle and breeding for genetic improvement;
- (c) Increase the understanding of the beef industry and the relationship of Piedmontese cattle to the industry; and

- (d) Increase public knowledge and awareness of PAUS and the services and benefits available to its members.

Section 5. Research. PAUS may support research, conduct surveys or issue reports relating to Piedmontese cattle, the beef cattle industry, marketing and merchandising, member services and other areas deemed appropriate by the PAUS Board of Directors.

Section 6. Acquisition and Sale of Assets. PAUS will be authorized to buy and sell property, land, equipment, supplies, research data, and facilities, and to contract for any and all such property or services, as the Board of Directors may deem necessary to conduct the activities of the organization.

Section 7. Prohibited Activities. PAUS shall not, except to an insubstantial degree, conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, and its regulations in effect currently or as may hereafter be amended. The Corporation shall not be operated for pecuniary profit and financial gain. The assets, net income and profit of the Corporation shall not inure to the benefit of or be distributed to or benefit its members, directors, officers or any private person, except that reasonable compensation may be paid to officers and employees of the Corporation and other persons in return for services or goods provided to the Corporation. In accordance with Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or its successor, the Corporation shall promote the common business interests of its members, but shall not engage in a regular business of a kind ordinarily carried on for profit except in an incidental manner, as provided by law.

ARTICLE III: Membership

Section 1. Classes. There shall be six (6) classes of members:

- (a) **ACTIVE MEMBER:** An Active Member shall be a natural person 18 years of age or older, or a partnership, firm, company or limited liability company duly organized under the laws of the United States or any Territory of the United States, which natural person or legal entity is actively engaged in the breeding of registered Piedmontese cattle, as evidenced by ownership of one or more head of Piedmontese cattle registered with PAUS, and which natural person or legal entity applies for active membership, is accepted as an Active Member, and pays the prescribed membership fee. An Active Member shall be entitled to vote and hold office, subject to the provisions of these By-Laws. Upon the sale, transfer or death of all registered cattle in an Active Member's name, the status of said member shall change from Active Member to Associate Member, and said member shall be considered a non-voting member who shall not be entitled to hold an office in PAUS. Immediately upon registration of one or more head of cattle in said member's name, said member's status will be reinstated as active with voting and office-holding privileges, subject to the provisions of these By-Laws.
- (b) **ACTIVE LIFETIME MEMBER:** An Active Lifetime Member shall be a natural person 18 years of age or older, or a partnership, firm, company or limited liability company duly organized under the laws of the United States or any Territory of the United States, which natural person or legal entity is actively engaged in the breeding of registered Piedmontese cattle, as evidenced by ownership of one or more head of Piedmontese cattle registered with PAUS, and which natural person or legal entity applies for Active Lifetime Membership, is accepted as an Active Lifetime Member, and pays the prescribed one-time membership fee and annual maintenance fee. An Active Lifetime Member shall

be entitled to vote and hold office, subject to the provisions of these By-Laws. Upon the sale, transfer or death of all registered cattle in an Active Lifetime Member's name, the status of said member shall change from Active Lifetime Member to Associate Lifetime Member, and said member shall be considered a non-voting member who shall not be entitled to hold an office in PAUS. Immediately upon registration of one or more head of cattle in said member's name, said member's status will be reinstated as active with voting and office-holding privileges, subject to the provisions of these By-Laws. An Active or Associate Lifetime Member shall have the right to register and transfer ownership of cattle at the same rate as an Active Member.

- (c) **ASSOCIATE MEMBER:** An Associate Member shall be a natural person 18 years of age or older, or a partnership, firm, company or limited liability company duly organized under the laws of the United States or any Territory of the United States, which natural person or legal entity applies for Associate Membership, is accepted as an Associate Member, and pays the prescribed membership fee. An Associate Member shall have a voice at meetings but shall not be entitled to vote or hold office in the Corporation.
- (d) **ASSOCIATE LIFETIME MEMBER:** An Associate Lifetime Member shall be a natural person 18 years of age or older, or a partnership, firm, company or limited liability company duly organized under the laws of the United States or any Territory of the United States, which natural person or legal entity applies for Associate Lifetime Membership, is accepted as an Associate Lifetime Member, and pays the prescribed one-time membership fee and annual maintenance fee. An Associate Lifetime Member may also originate as an Active Lifetime Member, pursuant to Paragraph (b), above. An Associate Lifetime Member shall have a voice at meetings but shall not be entitled to vote or hold office in the Corporation. An Associate Lifetime Member shall be deemed an Active Lifetime Member, with all corresponding rights and privileges, upon registration of at least one head of cattle with PAUS, in said member's name. An Active or Associate Lifetime Member shall have the right to register and transfer ownership of cattle at the same rate as an Active Member.
- (e) **JUNIOR MEMBER:** A Junior Member is a boy or girl who has not attained the age of eighteen (18) years, is accepted as a Junior Member, and pays the applicable annual membership fee. Age shall be determined as of January 1 of the current year, except that a Junior Member who has not attained the age of eighteen (18) years as of January 1 of the current year may, upon attaining the age of eighteen (18) years, apply for Active or Associate Membership and, upon acceptance of said application by the Board of Directors or the Board's designee, shall be deemed an Active or Associate Member, as the case may be, upon payment of the difference in membership fees. A Junior Membership may only be issued to a natural person. A Junior Member shall have the right to register and transfer ownership of cattle at the same rate as an Active Member. Junior Members shall have no vote and are not eligible to hold office in the Corporation.
- (f) **HONORARY MEMBER:** An Honorary Membership may be bestowed upon a natural person 18 years of age or older, or a partnership, firm, company or limited liability company duly organized under the laws of the United States or any Territory of the United States, in recognition of exemplary and outstanding service or contribution to PAUS and/or the Piedmontese breed. To be considered for Honorary Membership, such natural person or legal entity must be nominated via written recommendation by not less than two (2) Active Members. The Board of Directors shall consider the written recommendations and determine, upon majority vote, based upon the standard set forth herein, whether the

natural person or legal entity is deserving of an Honorary Membership. If a majority of the directors voting determine that said natural person or legal entity is an appropriate candidate for an Honorary Membership, the question shall be put to the general membership by ordinary resolution at the next general meeting. An Honorary Member shall have no vote and shall not be entitled to hold office in the Corporation by virtue of such Honorary Membership. However, an Honorary Member may, if eligible, also hold an Active Membership, with all corresponding rights and privileges, including the right to vote and hold office, subject to the provisions of these By-Laws. An Honorary Membership shall be for life, unless revoked upon recommendation of the Board of Directors, confirmed by ordinary resolution at a general meeting.

Section 2. Application for Membership. Application for membership shall be submitted to the principal office of the Corporation, as designated by the Board of Directors, and shall be in such form and include such information as shall be prescribed by the Board of Directors. The Board of Directors shall have the power to accept or reject applications for membership, subject to such terms and conditions as determined by the Board of Directors.

Section 3. Membership Fees. Membership fees and/or annual maintenance fees shall be set by the Board of Directors and subject to modification at the discretion of the Board of Directors. Membership fees and/or annual maintenance fees are due and payable on January 1 in the year for which membership or continuation of membership is desired. If on January 1 a member has a credit balance with the Corporation, the Corporation will have authority to deduct the amount of said member's membership fee and/or maintenance fee for that year without notice, unless otherwise instructed by the member. No member shall be entitled to any of the rights and privileges accorded members of PAUS during any year until said member's annual membership fee and/or maintenance fee is paid.

Section 4. Voting Rights. Only Active Members and Active Lifetime Members in good standing shall have voting rights and each such member shall be entitled to one (1) vote on each matter submitted to a vote of the general membership. A member in good standing is a member who has complied with the provisions of these By-Laws and the Rules and Regulations of PAUS, who is not suspended or expelled, and who is not delinquent in payment of membership fees or other monies owed to the Corporation. Partnerships, corporations, limited liability companies, trusts, firms, estates, and other legal entities which are Active Members or Active Lifetime Members shall each designate some individual partner, officer, director, trustee, personal representative, or member of the firm who shall exercise, on behalf of the legal entity, the rights and privileges of such membership, including the right to vote and hold office in PAUS.

Section 5. Condition of Membership. As a condition of membership in PAUS, each member shall agree to abide by and conform to the Articles of Incorporation, By-Laws, and Rules and Regulations of the Corporation, and amendments and modifications thereto which may, from time to time, be adopted.

Section 6. Change of Name and Transfer of Membership.

- (a) The name of a membership may be changed at the request of the owner upon presentation of evidence that there has been no change in actual ownership, and, in the case of the second and all subsequent changes, upon payment of the fee prescribed by the Board of Directors, except that if the Corporation requests a member to change said member's name in order to avoid duplication, no charge shall be imposed upon the member.
- (b) Memberships in PAUS shall not be transferable, except as follows:

- (i) Upon the death of an individual member, his or her Estate, upon written request and with the approval of the Board of Directors, shall succeed to his or her rights and duties of membership for a period of one (1) year.
- (ii) Upon written request and with the approval of the Board of Directors, an Active or Associate Membership may be transferred to a surviving partner of a partnership.
- (iii) Upon written request and with the approval of the Board of Directors, an Active or Associate Membership may be transferred to a former partner of a dissolved partnership, designated by transfer endorsement signed by the other partner or partners.
- (iv) Upon written request and with the approval of the Board of Directors, an Active or Associate Membership may be transferred from a corporation by transfer endorsement of said entity, signed by its president and attested to by its secretary.

Section 7. Withdrawal/Resignation of Membership. A member of PAUS in good standing may withdraw from membership by giving the Corporation notice in writing or by requesting that the membership be removed from the list of members, and upon receipt by an officer or staff member of PAUS of any such notice or request, the membership shall terminate; provided, however, that after charges have been preferred against a member, the right of such member to withdraw from membership shall be suspended until the conclusion of all proceedings in connection with such charges, unless the Board of Directors otherwise directs.

Section 8. Cessation of Membership. Except as may be otherwise provided in these By-Laws, membership in PAUS shall cease upon death, resignation, withdrawal or expulsion if the member is a natural person, or upon the dissolution, liquidation, resignation or expulsion of a member that is a legal entity.

ARTICLE IV: Non-Members

Any natural person or legal entity who is not a member of PAUS but registers or transfers ownership of one or more animals on the records of the Corporation shall be subject to the same rules and regulations as a member, except as otherwise provided in these By-Laws.

ARTICLE V: Board of Directors

Section 1. General Powers, Authority and Duties. Subject to the provisions of applicable law and the Corporation's Articles of Incorporation and By-Laws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation. The Board of Directors shall have control of the Corporation's affairs, including, but not limited to, the general direction and management of the properties, business, and operation of the Corporation; the determination of the policies of the Corporation; the appointment and employment of any and all such agents and employees as it deems advisable and the compensation and terms of office of each, and the delegation of powers to certain officers or standing or special committees as the Board of Directors shall from time to time specify and provide. Pursuant to Article X, the Board of Directors may adopt such rules for the control and conduct of the property, business, affairs and activities of the Corporation as it shall deem advisable, including, but not limited

to, rules relating to entries and transfers of cattle, payment of fees, offenses and penalties, dispute resolution, genetic abnormalities and unethical practices. Pursuant to Article VI, the Board of Directors shall, at its annual meeting, elect the officers of the Corporation.

Section 2. Limitations. The Board of Directors shall seek the effectuation of the objectives and purposes of the Corporation; provided, however, that:

- (a) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by applicable law or the Articles of Incorporation or By-Laws of the Corporation.
- (b) None of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

Section 3. Number and Qualifications. The Board of Directors shall be composed of eight (8) Regional Directors, each of whom shall represent one of the eight (8) regional divisions of the United States established pursuant to Section 4 of this Article and shall be elected as set forth in this Article, and four (4) Directors-at-Large, each of whom shall be elected as set forth in this Article. Each director shall be a United States citizen who was an Active Member or Active Lifetime Member, in good standing, for at least two (2) years, prior to his or her nomination as a candidate for the Board of Directors. Each Director shall, at all times during his or her tenure, be an Active Member or Active Lifetime Member of the Corporation in good standing and eligible to vote pursuant to these By-Laws, or associated with and designee of, a legal entity that is an Active Member or Active Lifetime Member in good standing of the Corporation and eligible to vote pursuant to these By-Laws. For purposes of this Article, an individual shall be deemed to be the designee of a legal entity which is a member if he or she has been authorized to represent and act on behalf of said legal entity with regard to the business and activities of PAUS, and shall be deemed associated with a legal entity if, and only if, such individual is:

- (a) An officer, director, or shareholder of a corporate member;
- (b) A general partner of a partnership member;
- (c) A trustee of a member which is a trust;
- (d) The personal representative of an estate which is a member;
- (e) A member, manager, or officer of a limited liability company member; or
- (f) A member, director, or officer of a non-profit corporate member.

Section 4. Regional Directors.

- (a) For purposes of fair and effective representation of the members of PAUS, there shall be established a division of the geographic area of the United States into eight (8) Regions, and the Active Members and Active Lifetime Members of each Region shall elect from their number an individual who shall represent them on the Board of Directors, as hereinafter set forth. The regional divisions shall be established and defined as follows:

- (i) Region I shall consist of the states of Washington, Oregon, Idaho, Montana and Wyoming;
 - (ii) Region II shall consist of the states of California, Nevada, Utah, Colorado, Arizona and New Mexico;
 - (iii) Region III shall consist of the states of North Dakota, South Dakota, Minnesota and Wisconsin;
 - (iv) Region IV shall consist of the states of Nebraska, Kansas, Iowa, Missouri, Illinois and Indiana;
 - (v) Region V shall consist of the states of Oklahoma, Texas, Arkansas and Louisiana;
 - (vi) Region VI shall consist of the states of Ohio and Michigan;

 - (vii) Region VII shall consist of the states of Maine, New Hampshire, Vermont, New York, Massachusetts, Rhode Island, Connecticut, New Jersey, Pennsylvania, Delaware, Maryland, and West Virginia; and
 - (viii) Region VIII shall consist of the states of Tennessee, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, Kentucky and Virginia.
- (b) The term of office of and for each Regional Director shall be three (3) years.

Section 5. Directors at Large.

- (a) There shall be four (4) Directors at Large selected from the general membership, as hereinafter set forth. No two Directors at Large shall be elected from any one Region, as that term is defined in Section 4 of this Article.
- (b) The term of office of and for each Director at Large shall be two (2) years. The terms of the four (4) Directors at Large will be staggered. Two will be elected each year. To implement this provision, four (4) Directors at Large were elected in 2001. Of those elected, the two with the highest number of votes were awarded two-year terms. Each of the two with the lower number of votes were awarded one-year terms.

Section 6. Term Limits. Each member of the Board of Directors shall be permitted to serve as a director for two (2) consecutive terms. Upon the expiration of a director's second consecutive term as a director, one (1) year must elapse before such individual is again eligible to be elected to the Board of Directors. For purposes of this Section, "two (2) consecutive terms" shall include any of the following:

- (a) Two (2) consecutive terms as a Regional Director;
- (b) Two (2) consecutive terms as a Director at Large;
- (c) One (1) term as a Regional Director immediately followed by one (1) term as a Director at Large; or
- (d) One (1) term as a Director at Large immediately followed by one (1) term as a Regional Director.

Section 7. Past Presidents. If a President's term of office as President and term of office as a director expire simultaneously, and he or she is not immediately reelected to the Board of Directors, or is ineligible for reelection to the Board of Directors by reason of having just completed two (2) consecutive terms as a director, said Past President shall be a non-voting member of the Board of Directors during the one-year period immediately following his or her term of office as President. Upon the expiration of said one-year period, said Past President shall be deemed an honorary, non-voting member of the Board of Directors for so long as he or she is an Active Member or Active Lifetime Member of PAUS. If an honorary member of the Board of Directors is again elected to the Board, or serves on the Board for a one-year period after again serving as President of PAUS, said honorary status will be held in abeyance during such time as said individual is once again an actual voting member of the Board of Directors.

Section 8. Nomination and Election Procedures.

- (a) At each Annual Meeting of the General Membership, new directors shall be elected to succeed those directors whose terms expire with such annual meeting.
- (b) At least ninety (90) days prior to each Annual Meeting of the General Membership of the Corporation, the Nominations Committee shall ascertain which director terms of office shall expire with such Annual Meeting, and shall cause to be placed in the official publication of the Corporation, to-wit: *The Profile*, a notice to the members of the Corporation requesting nominations of eligible candidates to run for said directorships.
- (c) Any Active Member or Active Lifetime Member in good standing may nominate himself or herself, or any other Active Member or Active Lifetime Member, in advance of the Annual Meeting, by submitting said nomination in writing to any member of the Nominations Committee or to the PAUS office, at least sixty (60) days prior to the Annual Meeting.
- (d) In addition to nominations by members, the Nominations Committee shall seek from among the General Membership eligible persons to run for the open director positions. The Nominations Committee shall also endeavor to contact those persons nominated by members, to ascertain whether they would be willing to serve as directors, if elected.
- (e) The Nominations Committee shall determine the eligibility of each person nominated as a candidate for a directorship, and shall cause the names of all eligible candidates nominated in accordance with these By-Laws to be placed on ballots. There shall be a separate ballot for each Region. Each Regional ballot shall contain only the names of the persons nominated and eligible for election as a Regional Director or Director at Large, in said Region. Regional Ballots shall be sent to the eligible voters, i.e. Active Members and Active Lifetime Members in good standing, of each Region.
- (f) In addition to advance nominations, a candidate may be nominated from the floor at the Annual Meeting, upon motion and second made by Active Members or Active Lifetime Members in good standing who are eligible to vote for the candidate so nominated.
- (g) To be counted, ballots must be returned to the PAUS office prior to the Annual Meeting, or submitted at the Annual Meeting. Votes for candidates may be cast via proxy, in accordance with these By-Laws. An eligible voting member may vote for a candidate nominated from the floor by writing the name of said candidate in the appropriate area of his or her ballot.

- (h) The Nominations Committee or such other entity or person as the President or Board of Directors shall direct, shall collect the ballots and tally the votes cast at the Annual Meeting. The candidate receiving the largest number of votes for each expiring director position shall be awarded such directorship position for the corresponding term, subject to these By-Laws, the Articles of Incorporation, and applicable law.

Section 9. Meetings.

- (a) **ANNUAL MEETING/NOTICES.** The Annual Meeting of the Board of Directors shall be held in conjunction with the Annual Membership Meeting of the Corporation, and notice of the time and place of said meeting shall be provided to each director in a timely manner, via U.S. mail, email, or fax.
- (b) **REGULAR MEETINGS/NOTICES.** At least one meeting of the Board of Directors, in addition to its Annual Meeting, shall be held each calendar year. Meetings of the Board of Directors shall be held at a place convenient to the majority of the directors. Alternatively, meetings of the Board of Directors may be conducted telephonically, pursuant to Paragraph (d) of this Section 9. The President shall call each regular meeting, and designate the date, time and place of each meeting so called. Notices of regular meetings of the Board of Directors, other than the one held during the Annual Meeting, shall be mailed, postage prepaid, to each of the directors at least ten (10) days before the meeting, at his or her last known address appearing on the books of the Corporation, or by email or fax at least seven (7) days before the date of the meeting.
- (c) **SPECIAL MEETINGS/NOTICES.** Special meetings of the Board of Directors shall be called by the President when requested in writing by at least three (3) members of the Board. Notice of a special meeting shall be provided to the directors by the President or the President's designee not less than four (4) days prior to said special meeting, either personally or by mail, email, fax, or telephone. The notice of the meeting shall specify the date, time, place, and the business to be transacted at the meeting. Specifications of the business to be transacted at the special meeting shall not preclude the consideration at the meeting of other routine business, or business that was not contemplated at the time the notice was sent.
- (d) **PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE, SPEAKER TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT.** Members of the Board of Directors may participate in a meeting of the Board through the use of a conference telephone, speaker telephone, or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute attendance and presence in person at the meeting by the person or persons so participating.
- (e) **WAIVER OF MEETING NOTICE.**
 - (i) A written waiver of notice or manner of calling any meeting of the Board of Directors, signed by the directors entitled to such notice, whether before, at, or after the time of the meeting stated therein, shall constitute the equivalent to the provision of proper notice of such meeting.
 - (ii) The signatures of the members of the Board of Directors subscribed to the

minutes of any meeting of the Board of Directors shall constitute a written waiver of notice.

- (iii) Attendance of a meeting of the Board of Directors by a director shall constitute said director's waiver of notice of such meeting.
- (f) **QUORUM.** Unless otherwise required by law or provided elsewhere in these By-Laws, the presence of at least five (5) of the directors holding office immediately before a meeting of the Board of Directors begins shall be required for and shall constitute a quorum for the transaction of business at, a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances wherein a larger vote may be required by law, by the Articles of Incorporation or by these By-Laws.
- (g) **ADJOURNMENT FOR LACK OF QUORUM.** If the quorum specified in Paragraph (f), above, should not be present at any meeting of the Board of Directors, but at least one-third of the directors holding office are present, the directors present shall have the power to adjourn the meeting to a specified date, time and place, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.
- (h) **VOTING; NO PROXIES.** Each director present and eligible to vote at any meeting of the Board of Directors shall be entitled to cast one (1) vote on each matter coming before such meeting for decision. No director may act by proxy on any matter.
- (i) **PARLIAMENTARY PROCEDURE.** Standard parliamentary procedure, as set forth in the current edition of *Robert's Rules of Order, Newly Revised*, will be followed at all meetings of the Board of Directors of PAUS, except where such rules may be inconsistent with these By-Laws.

Section 10. Action Without Meeting. With the exception of the removal of a director (*Sec. 11, next*), and hearings based on complaints of Member or Registrant misconduct (*Article XII, Sec. 4*) any action that is required to be, or which may be, taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the Board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 11. Removal. Any member of the Board of Directors may be removed from the Board of Directors for cause by the affirmative vote of three-fourths (3/4) of all the other duly qualified acting directors at any meeting of the Board of Directors called for the purpose; provided that a copy of the notice of such meeting is sent at least ten (10) days in advance of such meeting by Certified Mail, addressed to each director, including the director whose removal is to be considered. The Board of Directors shall not consider a motion for removal of a director unless the basis for such motion shall be in writing and signed by the Active Member or Active Lifetime Member proposing such removal and filed with the Corporation at least twenty (20) days prior to the date of the meeting at which such removal is to be considered. The director whose removal is proposed shall have the right to confront the Active Member(s) or Active Lifetime Member(s) proposing his or her removal and shall be given

an opportunity to show cause why he or she should not be removed; but the remaining members of the Board of Directors shall determine the existence or nonexistence of cause for removal and only they shall be entitled to vote on the issue. Upon removal of a director, the office previously held by said director shall be declared vacant and such vacancy shall be filled in the manner prescribed for other vacancies, except that the removed director shall not be eligible for appointment to fill such vacancy.

Section 12. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President of PAUS. Should the President resign, he or she shall give the required notice to the Vice President of the Corporation. Such resignation shall take effect upon the receipt of such notice, or at any later time specified in the notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 13. Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal, incapacity, or disqualification of any member thereof shall be filled by the remaining directors, except that the person chosen to fill such vacancy must be eligible to hold said office under these By-Laws, and said person shall only serve until the next Annual Meeting of the Corporation, at which time an eligible successor director shall be duly elected by authorized constituent Active Members and Active Lifetime Members of the Corporation. If the person selected to fill the vacancy by the Board of Directors is eligible, he or she may be elected at the Annual Meeting to fill the remainder of the unexpired term.

Section 14. Delegation of Powers. The Board of Directors may delegate any of its powers to the Executive Committee.

Section 15. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of the Corporation, provided said contract or instrument is in furtherance of and consistent with the purpose and goals of PAUS, and not prohibited by these By-Laws, the Articles of Incorporation, or applicable law. Absent authorization by the Board of Directors, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or instrument, or to pledge its credit or render it liable for any pecuniary amount.

ARTICLE VI: Officers

Section 1. General. The officers of the Corporation shall be the President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as may from time to time be appointed by the Board of Directors. The Board of Directors, within its discretion, may combine the offices of Secretary and Treasurer.

Section 2. Election and Terms of Office. The President, Vice President, Treasurer and Secretary of the Corporation shall be elected by the Board of Directors from among their number at the regular annual meeting of the Board of Directors held in conjunction with the Annual Membership Meeting. All other officers shall be elected or appointed by the Board of Directors at such meeting or from time to time as the Board deems necessary and appropriate. Each officer shall hold the office to which he or she is elected until the next annual meeting of the Board of Directors and until a successor has been elected, unless he or she resigns or is sooner removed by the Board of Directors.

Section 3. President. Subject to these By-Laws, the Articles of Incorporation, applicable law, and the direction and control of the Board of Directors:

- (a) The President shall be the Chief Executive Officer of the Corporation and shall carry out the policies adopted by the Board of Directors.
- (b) The President shall call and cause notice to be provided for, all required meetings.
- (c) The President shall preside at all meetings of the general membership, the Board of Directors and the Executive Committee of the Corporation.
- (d) With the exception of the Executive Committee, the President shall appoint the chairs and members of all committees.
- (e) The President shall execute, either alone or with the Secretary, Treasurer or proper officer, in the name of the Corporation when so authorized by the Board of Directors, all contracts, deeds, mortgages, leases, and other documents and instruments upon which the President's signature is authorized or required by law.
- (f) The President shall perform all duties and functions normally incident to the office of the President save as such duties and functions may be restricted by the Board of Directors, as well as all duties and functions properly conferred upon or required of the President by the Board of Directors.

Section 4. Vice President. Subject to these By-Laws, the Articles of Incorporation, applicable law, and the direction and control of the Board of Directors:

- (a) The Vice President shall, at the request of or in the absence or disability of the President, perform all the duties of the President.
- (b) The Vice President shall perform all duties and functions normally incident to the office of the Vice President save as such duties and functions may be restricted by the Board of Directors, as well as all duties and functions as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 5. Secretary. Subject to these By-Laws, the Articles of Incorporation, applicable law, and the direction and control of the Board of Directors:

- (a) The Secretary shall attend all the meetings of the Board of Directors, the Executive Committee and the general membership of the Corporation and shall ensure that full, true and correct minutes of all said meetings are properly taken and maintained.
- (b) The Secretary shall ensure that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, including, but not limited to, meeting notices.
- (c) The Secretary shall be responsible for the maintenance of the Herd Book of the Corporation.
- (d) The Secretary shall be the legal custodian of the By-Laws and Articles of Incorporation of PAUS and shall cause to be kept at the principal office of the Corporation copies of the By-Laws and the Articles of Incorporation with all the amendments thereto, which documents shall at all reasonable times be open to inspection by members who may make copies thereof, at their own expense.

- (e) The Secretary shall be the legal custodian of all the books, papers, deeds, instruments and records of the Corporation.
- (f) The Secretary shall be the custodian of the seal of the Corporation and affix the seal to all documents requiring the same.
- (g) The Secretary shall sign with the President all contracts, deeds, mortgages, leases and all other documents upon which the Secretary's signature is authorized or required.
- (h) The Secretary shall perform all duties and functions normally incident to the office of the Secretary save as such duties and functions may be restricted by the Board of Directors, as well as all duties and functions properly conferred upon or required of the Secretary by the Board of Directors, the Executive Committee or the President.
- (i) Any of the responsibilities and/or duties of the Secretary of the Corporation may be assigned to a secretarial or clerical employee of the Corporation or such other individual as the Board of Directors or Executive Committee shall designate.

Section 6. Treasurer. Subject to these By-Laws, the Articles of Incorporation, applicable law, and the direction and control of the Board of Directors:

- (a) The Treasurer shall have the charge and custody of, and be responsible for, all funds, monies and securities of the Corporation, and shall deposit or cause to be deposited all such funds in the name of the Corporation at such depositories as shall be designated by the Board of Directors.
- (b) The Treasurer shall supervise receipt of monies due and payable to the Corporation.
- (c) The Treasurer shall keep proper books of account containing entries of all such matters or things as are usually entered in books of account.
- (d) The Treasurer shall maintain records of the financial condition of the Corporation and shall submit such reports regarding said financial condition as the Board of Directors, the Executive Committee or the President may from time to time require.
- (e) The Treasurer shall sign or countersign any and all documents and instruments upon which the Treasurer's signature is authorized or required.
- (f) The Treasurer shall perform all duties and functions normally incident to the office of the Treasurer save as such duties and functions may be restricted by the Board of Directors, as well as all duties and functions properly conferred upon or required of the Treasurer by the Board of Directors, the Executive Committee or the President.
- (g) The Treasurer shall be bonded in such amount as may be required from time to time by the Board of Directors. PAUS shall bear the cost of such bonding.
- (h) Any of the responsibilities and/or duties of the Treasurer of the Corporation may be assigned to a secretarial or clerical employee of the Corporation or such other individual as the Board of Directors or Executive Committee shall designate.

Section 7. Other Officers. The Board of Directors may appoint such other officers of the

Corporation as it sees fit and shall fix the duties and terms of office of said officers, subject to the provisions of these By-Laws, the Articles of Incorporation, and applicable law.

Section 8. Removal. Any officer elected or appointed by the Board of Directors of the Corporation may be removed with or without cause by the affirmative vote of the majority of the entire Board of Directors.

Section 9. Resignation. Any officer of the Corporation may resign at any time by giving written notice to the President of PAUS. Should the President resign, he or she shall give the required notice to the Vice President of the Corporation. Such resignation shall take effect upon the receipt of such notice, or at any later time specified in the notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies. Any vacancy in any offices of the Corporation occasioned by the death, resignation, incapacity or removal of a person holding said office may be filled by the Board of Directors from among their number by a majority vote as provided in these By-Laws, and the person chosen to fill such vacancy shall serve until the next annual election of officers unless he or she earlier vacates said office or is removed therefrom.

ARTICLE VII: Executive Committee

Section 1. Establishment. The Board of Directors may establish an Executive Committee which, if established, shall be governed by this Article.

Section 2. Membership. The Executive Committee shall be selected by the Board of Directors from its members and shall include the President of the Corporation.

Section 3. Duties and Powers. The Executive Committee shall direct the management of the affairs of the Corporation in the interim between meetings of the Board of Directors, subject to these By-Laws, the Articles of Incorporation, applicable law, and the control of the Board of Directors.

Section 4. Meetings. The Executive Committee may meet at any time when the Board of Directors is not in session. Meetings of the Executive Committee may be called by the President or by two members of the Executive Committee. Notice of a meeting of the Executive Committee shall be provided to the members of the committee by the President or the President's designee not less than four (4) days prior to said meeting, either personally or by mail, email, fax, or telephone. The notice of the meeting shall specify the date, time, place, and the business to be transacted at the meeting. Specifications of the business to be transacted at the meeting shall not preclude the consideration at the meeting of other routine business, or business that was not contemplated at the time the notice was sent. Members of the Executive Committee may participate in a meeting of the Executive Committee through the use of a conference telephone, speaker telephone, or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute attendance and presence in person at the meeting by the person or persons so participating. A quorum shall consist of a majority of the members of the Executive Committee. Standard parliamentary procedure, as set forth in the current edition of *Robert's Rules of Order, Newly Revised*, will be followed at all meetings of the Executive Committee, except where such rules may be inconsistent with these By-Laws. The Executive Committee shall keep full and true minutes of all business transacted at each meeting, and shall submit its report, together with a copy

of the minutes of its proceedings, to the Board of Directors at its next meeting thereafter.

ARTICLE VIII: Other Committees

Section 1. By-Law Committee. The Board of Directors shall establish or direct the President to establish a By-Law Committee which shall review the By-Laws annually and develop and propose amendments thereto as necessary and appropriate, in accordance with these By-Laws. The By-Law Committee shall also receive and review all proposed changes to the By-Laws submitted by Active Members or Active Lifetime Members, in accordance with the procedures set forth in Article XIX of these By-Laws.

Section 2. Nominations Committee. The Board of Directors shall establish or direct the President to establish a Nominations Committee which shall seek eligible candidates to run for expiring terms on the Board of Directors, process nominations proffered by authorized members of the Corporation, and ascertain eligibility of proposed candidates, prior to the date of election, in accordance with the procedures set forth in Article V of these By-Laws.

Section 3. Additional Committees. The Board of Directors shall have the power to create such other standing or ad hoc committees as the Board may prescribe and membership on such committees may include individuals not on the Board of Directors; provided, however, that at least one member of every standing committee must be a member of the Board of Directors.

ARTICLE IX: General Membership Meetings

Section 1. Annual Meeting. An Annual Meeting of the General Membership shall be held at a date, time and location designated by the Board of Directors, for the purpose of electing directors, receiving and considering reports of the Board of Directors, Executive Committee and officers, receiving and considering the accounts and balance sheet and the report of the auditors thereon, and, if thought expedient, the approving and ratifying of the acts and proceedings of the Board of Directors, Executive Committee and officers. All other business to be transacted at an Annual Meeting shall be deemed special, and shall be set forth in the notice of and for said meeting.

Section 2. Special Meetings. A Special Meeting of the General Membership shall be called as follows:

- (a) The Board of Directors may call a Special Meeting of the General Membership of the Corporation, to be held on such date and at such time and place as the Board of Directors may designate.
- (b) A Special Meeting of the General Membership shall be called upon the written request of at least twelve (12) members of the Corporation entitled to vote upon matters pertaining to the Corporation, which request must state the purpose for which the Special Meeting is to be called, and must be filed with the President or Secretary. Upon receipt of such written request, the officer with whom the request was filed shall forthwith call a special meeting of the Corporation, to be held on such date and at such time and place as said officer shall designate. If such officer neglects or refuses to call such Special Meeting as required herein, any one of the members requesting said meeting may call said meeting, and may designate the date, time and place of such meeting after conferring with the other members requesting such meeting.

Section 3. Notice. Written or printed notice stating the place, day and hour of any meeting of the General Membership shall be published in the *Profile* not less than thirty (30) days prior to the date of the said meeting or, if notice by publication is not practical because there is insufficient time prior to the scheduled date of the meeting, such written or printed notice shall be sent by U.S. regular mail, postage prepaid, to each member not less than thirty (30) days prior to the date of the scheduled meeting. Alternatively, members who desire to receive notices via fax or email may be provided notice in either such manner, provided said notice is given at least thirty (30) days prior to the date of the scheduled meeting. In the case of a Special Meeting, or if special business is to be transacted at an Annual Meeting, notice of such meeting shall include the purpose or purposes for which the meeting is called.

Section 4. Voting Privileges. Only Active Members and Active Lifetime Members in good standing shall be entitled to vote at any meeting of the members of the Corporation and each Active Member or Active Lifetime Member, or his or her proxy, shall have one vote. Only an Active Member or Active Lifetime Member in good standing may act as a proxy for a member. No non-member or inactive member shall vote as a proxy for a member, and no member shall vote as proxy for more than three other members. A member in good standing is a member who is in compliance with the provisions of these By-Laws and the Rules and Regulations of PAUS, who is not suspended or expelled, and who is not delinquent in payment of membership fees or other monies owed to the Corporation. Notwithstanding anything contained herein, no individual shall be at liberty to cast more than four votes (including all proxies and all designations by partnerships, firms or companies) on any matter coming before a meeting of the General Membership.

Section 5. Quorum. No meeting of the General Membership will take place until proper notice has first been given. Upon proper notice, a quorum, for all purposes, for a meeting of the General Membership shall be those members in good standing and entitled to vote, who are in attendance. Any properly convened meeting of the General Membership may be adjourned for a period of time not to exceed seventy-two (72) hours, and may not be reconvened after that time without notice being given as in the original notice.

Section 6. Chair. The President of PAUS shall chair all meetings of the general membership of the Corporation, unless an alternate chair may be designated by the Board of Directors.

Section 7. Parliamentary Procedure. Standard parliamentary procedure, as set forth in the current edition of *Robert's Rules of Order, Newly Revised*, will be followed at all meetings of the General Membership of PAUS, except where such rules may be inconsistent with these By-Laws

Section 8. Minutes. The Secretary of the Corporation shall see that full, true and correct minutes of all meetings of the General Membership are properly taken and maintained.

ARTICLE X: Registration Records

Section 1. Herd Book. The Corporation shall keep and maintain a permanent herd book at the principal office of PAUS, which herd book shall be known as the *Piedmontese Association of the United States Herd Book*. All animals registered with PAUS shall be identified, documented and included in said herd book, pursuant to the applicable rules and regulations established by the Board of Directors, and said herd book shall be published by the Corporation at such time and in such form as prescribed by the Board of Directors.

Section 2. Breeder Records. Each breeder and/or owner who seeks to have any animal

registered, certified, enrolled, or recorded in and by PAUS shall keep accurate documentation in which such party shall indicate the tattoo and/or brand and herd number of each animal, and such other information detailing its ancestry and breeding as will clearly and positively reflect its parentage.

Section 3. Cattle Abnormalities. To promote, improve, and develop the cattle registered with the Corporation, PAUS shall receive, maintain and monitor genetic information which might affect an animal's use or value. The Board of Directors shall determine those deleterious genetic factors or other conditions that are considered undesirable in and to the cattle registered with PAUS. The Board of Directors may formulate a system of classification of animals based on any information received or maintained regarding deleterious genetic factors or other conditions.

Section 4. Release of Information. The Corporation may, as it deems necessary or convenient, in such manner as it chooses, and without it or any of its officers, directors, members, employees or agents becoming liable for damages therefore, release or publish true and accurate information pertaining to any registered animal or animals, or any animal or animals for which registration is or was sought.

ARTICLE XI: Rules and Regulations

The Board of Directors shall establish rules and regulations as it shall from time to time determine are necessary to further the purposes and objectives of PAUS, as well rules and regulations to implement the provisions of Article X, above, and govern the recording of data, entries, and transfers in the records maintained by PAUS. Such rules and regulations shall not be inconsistent with, or contrary to, applicable law or the Articles of Incorporation or By-Laws of the Corporation. The Board of Directors shall also establish a fee schedule indicating the fees to be paid for entries and transfers and the issuance of certifications. PAUS members and other persons and entities who register animals, transfer registration certificates or otherwise utilize the services of the Corporation shall be subject to and abide by said regulations and fee schedule.

ARTICLE XII: Discipline, Hearings and Appeals

Section 1. General. Any member of the Corporation, or any non-member who has registered at least one animal with the Corporation, who engages in misconduct with regard to a matter in which the Corporation has an interest, may be censured, suspended or expelled and denied any or all of the privileges of the Corporation if a member, or if not a member, may be denied any or all of the privileges of the Corporation, provided that notice and an opportunity to be heard shall first be given, as hereinafter provided. Such additional or other penalties or restrictions on the exercise of the privileges of the Corporation as are deemed proper and appropriate may also be imposed. Any of the following acts by a member of the Corporation (for purposes of this Article XII, a "Member"), or any non-member who has registered at least one animal with the Corporation (for purposes of this Article XII, a "Registrant"), shall constitute misconduct on the part of such Member or Registrant, subjecting such Member or Registrant to the provisions of this Article XII:

- (a) Violating any of the Articles of Incorporation, By-Laws, or Rules and Regulations of PAUS, as the same may be amended from time to time.
- (b) Making a misrepresentation or perpetrating a fraud in connection with the breeding, showing, registration, purchase or sale of Piedmontese cattle, or with respect to the submission of data or other information pertaining to performance records programs or other types of programs that may be developed from time to time.

- (c) Maintaining inaccurate herd records, providing false or inaccurate information to PAUS, or otherwise impairing or threatening to impair the reliability of the records of PAUS.
- (d) Violating any public law relating to the pedigree, registration or transfer of purebred animals.
- (e) Failing or refusing to co-operate with the President or Vice President of PAUS, or such other investigator as may be assigned by the President, Executive Committee or Board of Directors, in the course of an investigation or proceeding hereunder, including, but not limited to, failing to answer, completely, truthfully and in a timely manner, any request by the President, Vice President, Secretary or investigator, for information.
- (f) Engaging in conduct or activities which may endanger the good order, welfare, reputation or credit of PAUS.

Section 2. Complaint Procedures.

- (a) Any member or employee of the Corporation shall have the right to file, in good faith, a written complaint with the President or Vice President of PAUS, with respect to any Member or Registrant who has allegedly engaged in misconduct.
- (b) A complainant may only make a complaint against a Member or Registrant by means of a written submission to the President or Vice President of the Corporation. No complaint will be considered which does not set forth a plain statement of facts upon which the allegation of misconduct is based.
- (c) If the President or Vice President receives a written complaint, made pursuant to and in compliance with this Article, said officer shall submit the complaint to the Executive Committee for its consideration.

Section 3. Investigations of Misconduct Allegations.

- (a) If the President or Vice President of PAUS submits to the Executive Committee a written complaint containing an allegation of misconduct against a Member or Registrant, pursuant to Section 2 of this Article, the Executive Committee shall review the complaint and determine whether there exists probable cause to believe that the Member or Registrant committed misconduct. To that end, the Executive Committee shall ascertain whether the factual allegations made in the complaint, if assumed to be true, would constitute misconduct under this Article. If the Executive Committee determines that there is no probable cause, it shall dismiss the complaint. If the Executive Committee determines that probable cause does exist, it may direct the initiation of an investigation of the alleged misconduct of the Member or Registrant.
- (b) If an investigation of the alleged misconduct of a Member or Registrant is commenced by the Executive Committee pursuant to the provisions of this Article, the investigation shall proceed as set forth below:
 - (i) The Executive Committee may appoint any officer(s), member(s), agent(s), or attorney(s) of the Corporation, to conduct the investigation on behalf of the Executive Committee.

- (ii) The Executive Committee may request and receive both written or oral evidence from relevant individuals or entities, including the Member or Registrant against whom the complaint was made (“the Respondent”). Neither the federal rules of evidence, nor any rules of evidence promulgated by any state government, nor any other codified rules of evidence, shall have any application to the investigation.
- (iii) The Executive Committee may require the Respondent to meet with the investigator(s) appointed by the Executive Committee, at a designated date, time and location, to respond to the written complaint made against the Respondent. The Respondent must be given at least ten (10) calendar days advance notice of the designated date, time and location. Such notice shall be deemed to have been timely given if personally served upon the Respondent by a civil process server, law enforcement officer, or private individual who is not a member of PAUS, at least ten (10) calendar days prior to the designated date, or if said notice is sent via certified or registered mail, or via a nationally recognized courier, at least fourteen (14) days in advance of the designated date.
- (iv) The Executive Committee may also require the Respondent to allow any investigator appointed by the Executive Committee to personally secure blood or DNA materials from relevant animals, and to inspect and copy relevant records or information in the possession, custody or control of the Respondent or other individuals.
- (v) As an alternative to, or in addition to, a physical appearance, the Executive Committee may require the Respondent to submit a written response to the complaint against him or her. If a written response is required by the Executive Committee, the Respondent shall be permitted at least fourteen (14) calendar days in which to prepare said written response. The Executive Committee shall provide written notice to the Respondent, advising of the requirement that he or she respond to the complaint in writing, indicating the date said written response is due, and specifying the entity and address to which it shall be sent or delivered. Such notice shall be deemed to have been timely given if personally served upon the Respondent by a civil process server, law enforcement officer, or private individual who is not a member of PAUS, at least fourteen (14) calendar days prior to the designated date, or if said notice is sent via certified or registered mail, or via a nationally recognized courier service, at least eighteen (18) days in advance of the designated date.
- (vi) If the foregoing notice is provided as required and the Respondent fails to make a physical appearance or provide a written response, or fails to permit the Executive Committee’s appointed investigative representative(s) access, as may be required by the Executive Committee, at the designated date, time and location, the Executive Committee may suspend the membership privileges of such a Respondent, if a member, or may suspend the rights of the Respondent to transfer any Certificate of Registration held by the Respondent, if a Registrant, until such time as the Respondent complies with the provisions of this Article.
- (vii) At the conclusion of the investigation provided for under this Article, the

Executive Committee shall consider all of the evidence gathered during the investigation and decide whether to refer the complaint to the Board of Directors for its consideration, and for possible disciplinary action against the Respondent. If the Executive Committee determines that such referral is warranted, it shall forward to the Board of Directors the complaint, all supporting documents, statements and reports, and all of the evidence gathered during the investigation conducted by or on behalf of the Executive Committee.

Section 4. Hearing Before the Board of Directors.

- (a) If the Executive Committee refers a complaint to the Board of Directors, the Board of Directors shall conduct a hearing, at which it will consider the complaint and all relevant information and evidence pertaining thereto. Upon receiving the complaint, the Board shall designate a date, time and location for said hearing. The Board shall have the right to prescribe the time to be set aside at such hearing for presentation of the relevant matter and to apportion that time as it sees fit.
- (b) A hearing before the Board of Directors to consider a complaint against the Respondent shall proceed pursuant to the following procedures, rules and restrictions:
 - (i) The Respondent must be given at least twenty (20) calendar days advance notice of the designated date, time, and location for the hearing before the Board. Such notice shall be deemed to have been timely given if personally served upon the Respondent by a civil process server, law enforcement officer, or private individual who is not a member of PAUS, at least twenty (20) calendar days prior to the designated date, or if said notice is sent via certified or registered mail, or by a nationally recognized courier service, at least twenty-four (24) days in advance of the designated date. Such notice shall include a photocopy of the written complaint made against the Respondent, and photocopies of all of the written evidence gathered during the investigation by the Executive Committee's investigative representative(s). Further, if the Corporation, by the Executive Committee, intends to offer the oral testimony of any witnesses at the hearing before the Board, the Corporation must give the Respondent notice of the name of each such witness at least ten (10) calendar days prior to the designated date and time for the hearing to be held before the Board. Such notice shall be deemed to have been timely given if personally served upon the Respondent by a civil process server, law enforcement officer, or private individual who is not a member of PAUS, at least ten (10) calendar days prior to the designated date, or if said notice is sent via certified or registered mail, or by a nationally recognized courier service, at least fourteen (14) days in advance of the designated date.
 - (ii) The hearing before the Board of Directors shall not be subject to either the rules or the formality associated with judicial proceedings. The proceedings shall, where practicable, be transcribed, and witnesses will be sworn and subject to cross-examination. The Board may consider any and all of the evidence acquired by the Executive Committee's investigative representative(s) during the investigation. Neither the federal rules of evidence, nor any rules of evidence promulgated by any state government, nor any other codified rules of evidence, shall have any application so as to require the inclusion or exclusion of any particular evidence at the hearing before the Board.

- (iii) The Board may receive and consider additional evidence to that acquired by the Executive Committee's appointed representative(s) during the investigation, whether written or oral. If the Board receives additional oral testimony, the Respondent shall have, at that time, the right to cross examine any witness providing additional oral testimony.
- (iv) The Respondent shall have the right to appear at the hearing in person and to be represented by an attorney, at the Respondent's expense.
- (v) Notwithstanding any other provision of this Article, during any hearing before the Board of Directors held pursuant to this Article, if the Board shall receive any oral testimony from witnesses, the Respondent shall have at that time the right to cross-examine each witness providing oral testimony.
- (vi) The appointed representative(s) who conducted the investigation on behalf of the Executive Committee shall not participate in the deliberations of the Board at or following the hearing.
- (vii) After considering all of the evidence forwarded to it by the Executive Committee, and any additional evidence presented during the hearing, the Board of Directors shall make a determination as to whether the Respondent perpetrated the alleged misconduct. If the Board determines that the Respondent did engage in misconduct, the Board may, by an affirmative vote of a majority of the directors present and voting, discipline the Respondent. Discipline may include, but shall not be limited to, suspension, censure or expulsion of a Member/Respondent; restriction for a period certain of some or all of the membership privileges of a Member/Respondent; suspension for a period certain of the rights of any Respondent to transfer any Registration; cancellation of any registration of any animal owned by a Respondent, or any other action the Board of Directors deems appropriate.

Section 5. Appeal to the General Membership.

- (a) If the decision of the Board of Directors is to discipline the Respondent, the Respondent shall have the right to appeal that decision to the PAUS General Membership at the next Annual Meeting or Special Meeting of the General Membership. To exercise this right, the Respondent must provide to the President of the Corporation, within fourteen (14) calendar days of the date of the decision of the Board of Directors, written notice indicating the Respondent's intention to appeal the decision of the Board to discipline the Respondent. Such notice shall be deemed to have been timely given if personally served upon the President by a civil process server, law enforcement officer, or private individual who is not a member of PAUS, not more than fourteen (14) calendar days following the date of the Board's decision, or if said notice is sent via certified or registered mail, or by a nationally recognized courier service, not more than eighteen (18) calendar days following the date of the Board's decision. If the Respondent shall fail to give the required written notice to the Board within the prescribed period of time, the Respondent shall have no right to make any appeal to the General Membership.
- (b) The Respondent's appeal to the General Membership shall proceed in accordance with those rules and restrictions that may be established by the Board of Directors from time

to time. After the General Membership has heard from both the Respondent and the Corporation, in accordance with those rules and restrictions established by the Board, the Active Members and Active Lifetime Members present at the General Membership Meeting shall have the right to cast a vote, by secret ballot, as to whether to sustain the decision of the Board of Directors. Proxy votes shall not be permitted. If a majority of the Active Members and Active Lifetime Members present and voting shall vote that the decision of the Board in disciplining the Respondent should be sustained, then the discipline shall continue. If a majority of the Active Members and Active Lifetime Members present and voting shall vote that the decision of the Board should not be sustained, then the Respondent shall be deemed thereafter not to have engaged in the alleged misconduct, any suspension then in place shall be ended, and no further penalty shall be imposed on the Respondent with respect to the alleged misconduct.

ARTICLE XIII: Nonliability of Corporation

The Corporation and its Board of Directors, Executive Committee, officers, members, employees and agents shall use due diligence in securing true and accurate information in connection with the registration, certification and enrollment of animals, transfers of registration certificates and in all other matters relating to PAUS activities. Neither the Corporation nor its Board of Directors, Executive Committee, officers, members, employees or agents shall be liable in any way, whether for damages or otherwise, for the issuance or transfer of any certificate of registration or enrollment; or for the refusal to issue or transfer any certificate of registration, enrollment or certification; or for the cancellation of any registration certificate; or for the refusal to approve an application for membership in PAUS; or for any disciplinary proceedings brought against or penalties or discipline imposed upon, any member or other person; or for any other activity engaged in by or on behalf of the Corporation.

ARTICLE XIV: Indemnification

Section 1. Standard of Conduct.

- (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (excluding any action by or in the right of the Corporation), by reason of the fact that said person or entity is or was serving in an indemnifiable capacity, i.e. as a director, officer, member, employee or agent of the Corporation, against all liabilities and expenses, including, without limitation, attorneys' fees, judgments, amounts paid in settlement (provided that such settlements and all amounts paid in connection therewith are approved in advance by the Corporation by its Board of Directors (which approval shall not be unreasonably withheld), fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- (b) The Corporation shall not be required to indemnify, advance or reimburse expenses to any director, officer, member, agent, or employee in relation to any matter, action, suit or proceeding in which such person shall be adjudged liable for willful misconduct in the

performance of duty, and/or in relation to such matters as shall be settled by agreement predicated on the existence of such liability, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the director, officer, member, agent, or employee is entitled under any agreement or otherwise.

- (c) The Corporation shall not be required to indemnify or advance expenses to any director, officer, member, agent, or employee seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized by the Board of Directors of the Corporation.
- (d) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or under a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a director, officer, member, agent, or employee did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 2. Determination. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, member, employee, or agent is proper under the circumstances because said person or entity has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable or even if obtainable, and a quorum of Directors so directs, by independent legal counsel in a written opinion; or by the affirmative vote of the majority of the members entitled to vote and present or represented by proxy at a meeting called for such purpose; provided, however, that if a director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, he or she shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by him or her in connection therewith, without the necessity of any such determination that he or she has met the applicable standard of conduct set forth in Section 1 of this Article.

Section 3. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors as provided in Section 2 of this Article, to or on behalf of a director, officer, member, employee, or agent who meets the standard set forth in Section 1 of this Article, or, where appropriate, the Corporation may itself, at its expense, undertake the defense of any such director, officer, member, employee, or agent, provided, however, that in either event the said director, officer, member, employee, or agent shall first provide to the Corporation an appropriate and acceptable written instrument, as determined by the Board of Directors, guaranteeing repayment of any and all funds advanced to or expended on behalf of such person or entity if and when it is ultimately determined that such person or entity is not entitled to be indemnified by the Corporation as authorized in this Article. The provisions of this Section shall be applicable to all claims, actions, suits or proceedings made or commenced after the adoption of this By-Law, whether arising from acts

or omissions occurring before or after its adoption.

Section 4. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the Corporation, against any liability asserted against said person or entity and incurred by said person or entity in any such capacity or arising out of said person's or entity's status as such, whether or not the Corporation should have the power to indemnify said person or entity against such liability hereunder or otherwise.

Section 5. Other Coverage. The rights of indemnification herein provided shall not be exclusive of other rights to which such director, officer, member, employee or agent may be entitled as a matter of law, shall continue as to a person who has ceased to be such director, office, member, employee or agent, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

ARTICLE XV: Income and Property

The income and property of PAUS, from whatsoever source derived, shall be applied solely toward the promotion and furtherance of the purposes and objectives of the Corporation, and no part thereof shall be paid or transferred, directly or indirectly, by way of bonus or otherwise, as profit or gain to members of the Corporation, whether past, present, or future, or to any person or entity claiming through or on behalf of any member, provided, however, that nothing herein shall prevent the bona fide payment or remuneration to any natural person or legal entity, upon resolution of the Board of Directors, for services actually rendered to the Corporation, whether or not such person or legal entity is a member of the Corporation.

ARTICLE XVI: Fiscal Year

The fiscal year of PAUS shall be determined from time to time by the Board of Directors. An audit of the Corporation's books and records may be ordered by the Board of Directors or by a majority vote of the General Membership at an Annual Meeting.

ARTICLE XVII: Custodians and Depositories Section

Section 1. Depositories and Checks. The monies of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such depositories as the Board of Directors may designate and direct. For the purpose of such deposit any person or persons to whom such power is delegated by the Board of Directors may endorse, sign and deposit checks, drafts and other orders for the payment of funds payable to the order of the Corporation. All checks, drafts or other orders for the payment of money issued by the Corporation shall be signed by the person or persons who may from time to time be designated by the Board of Directors.

Section 2. Bond. The Board of Directors may direct that any director, officer or employee of the Corporation having dominion over the money or securities of the Corporation shall be bonded at the expense of the Corporation in such amount as is determined by the Board of Directors.

ARTICLE XVIII: State and Regional Associations

Section 1. Authorization. State and Regional Piedmontese Associations may be authorized by the Board of Directors of PAUS, upon written request, provided the purposes and objectives of said State or Regional Association are consistent with those of PAUS. The written request shall be signed by two (2) or more elected officers of the Association requesting recognition as a State or Regional Piedmontese Association, and shall include a statement indicating the Association's intention to function and abide by the By-Laws and Rules and Regulations of PAUS, as the same may be from time to time amended.

Section 2. Implementation. A State or Regional charter will be acted upon by the Board of Directors of PAUS at its next meeting following receipt of the request for recognition described in Section 1, above.

Section 3. Effect of Recognition. PAUS shall not be responsible for any act or failure to act of or by any State or Regional Association. Recognition of a State or Regional Association by PAUS shall constitute an acknowledgment of said independent organization's commitment to the development and promotion of the Piedmontese breed, and shall not in any way constitute an affiliation, relationship or partnership with said organization.

Section 4. Deviations. State and Regional Associations recognized as such by PAUS shall abide by all PAUS By-Laws, Rules and Regulations, customs and practices. Nothing in these By-Laws is intended to allow deviation from the PAUS By-Laws, Rules and Regulations, customs or practices, by State or Regional Piedmontese Associations.

Section 5. Avoidance of Scheduling Conflicts. State and Regional Association meetings and sale dates shall be subordinate to PAUS meetings and sale dates. State and Regional Associations shall forward their proposed meeting and sale schedules to the PAUS office as early as practical for coordination with the PAUS schedule of meetings and sales, to avoid scheduling conflicts.

ARTICLE XIX: Amendment of By-Laws

These By-Laws may be amended, altered, repealed or replaced at any Annual Meeting or Special Meeting of the General Membership of the Corporation by the affirmative vote of two-thirds of the Active Members and Active Lifetime Members present and voting in person or voting via proxy. In the discretion of the Board of Directors, these By-Laws may also be amended by a resolution approved by written ballot furnished to the members in accordance with Wyoming law. In either case, only Active Members and Active Lifetime Members in good standing shall be eligible to vote on any proposed amendment or other action pertaining to the By-Laws. Proposed amendments may be developed by the By-Law Committee or submitted to the By-Law Committee by any Active Member or Active Lifetime Member in good standing, for consideration at a General Membership meeting, pursuant to the following procedures:

- (a) Only proposed amendments submitted by Active Members or Active Lifetime Members

shall be considered for adoption.

- (b) To be considered for adoption in the year in which it is submitted, any proposed By-Law change submitted by an Active Member or Active Lifetime Member in good standing must be presented to the By-Law Committee at least ninety (90) days prior to the meeting at which such change is intended to be considered.
- (c) In addition to the text of the proposed By-Law amendment, the submitting member shall submit a written "Statement of Purpose," explaining the justification and rationale for the proposed amendment.
- (d) Upon request of the By-Law Committee, the submitting member shall work with the committee to modify and/or rephrase the proposed amendment and Statement of Purpose, as necessary, for purposes of clarity.
- (e) If there is a question as to the legality of the proposed By-Law change, it shall be submitted to counsel for comment.
- (f) Not later than forty-five (45) days prior to the meeting at which the proposed By-Law amendment is to be considered, the By-Law Committee shall submit the proposed amendment to the Board of Directors and the Secretary for inclusion with the notice of the forthcoming meeting.